
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

February 20, 2013
Date of Report (Date of earliest event reported)

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware
(State of other jurisdiction
of incorporation)

001-31400
(Commission
File Number)

54-1345899
(IRS Employer
Identification Number)

1100 N. Glebe Road
Arlington, Virginia 22201
(Address of principal executive offices)(ZIP code)

(703) 841-7800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240a.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240a.13e-4(c))
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ITEM 5.02(e): DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

- (b) Effective February 19, 2013, the Company removed Dan Allen as President and CEO of the Company.
- (c) Effective February 20, 2013, the Company appointed Kenneth Asbury to the position of President and Chief Executive Officer of the Company.

Biographical information about Mr. Asbury is as follows:

Prior to joining CACI, Mr. Asbury, age 58, was employed by Lockheed Martin from 1984 to 2011, where he oversaw Lockheed Martin's Technical Operations, Mission Services and Civil businesses. Lockheed Martin is not a parent, subsidiary or other affiliate of the Company.

Mr. Asbury spent nearly 30 years at Lockheed Martin in a number of leadership roles. Prior to joining CACI, he was President of the Civil Business Group, and that unit saw \$3.7 billion in sales in 2009 and more than \$6 billion in new contract orders. While at Mission Services, Asbury delivered double digit sales and achieved a 75 percent new business win rate. After Lockheed he joined ASRC Federal, where as president and chief executive officer, he was responsible for setting the strategic direction of the company's Federal enterprise and driving growth and development for all of its subsidiaries.

There was no arrangement or understanding pursuant to which he was selected as an officer of the Company. There are no family relationships between Mr. Asbury and any director or executive officer of the Company, or any person chosen by the Company to become a director or executive officer. There are no related party transactions of the kind described in Item 404(a) of Regulation S-K in which Mr. Asbury was a participant.

The Board of Directors also approved an Employment Agreement in connection with Mr. Asbury's role as President and Chief Executive Officer of the Company. Under the terms of the agreement, Mr. Asbury will receive a base salary of \$750,000 and an incentive bonus target, which is based upon achievement of Company profitability, revenue, and other operational goals, of \$1,000,000. Mr. Asbury will also receive a long-term incentive stock grant in the form of 300,000 performance-based restricted stock units that vest in three equal annual increments beginning on the third anniversary of his employment. Also under the agreement, assuming a termination event (termination by CACI without cause as defined in the agreement or a resignation by Mr. Asbury for "good reason" as defined in the agreement) occurs, Mr. Asbury will receive a severance payment equal to 24 months base salary, continued participation in CACI's health care coverage for a one-year period, and any bonus amounts due to him that would otherwise be payable under the annual incentive program for the fiscal year of termination.

If a termination event occurs within one year following a change of control of CACI, Mr. Asbury will receive a termination payment equal to 24 months base salary, continued participation in CACI's health care coverage for a one-year period, and two times his average bonus payments for the five fiscal years immediately preceding the termination, and any bonus amounts due to him that would otherwise be payable under the annual incentive program for the fiscal year of termination.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (d) A copy of the press release dated February 20, 2013 announcing Mr. Asbury's appointment as President and Chief Executive Officer is attached hereto as Exhibit 99.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CACI International Inc

Registrant

By: /s/ Arnold D. Morse

Arnold D. Morse
Senior Vice President,
Chief Legal Officer and Secretary

**CACI Appoints Kenneth Asbury President and
Chief Executive Officer**

***Asbury Brings Strategic Leadership and Business Development Strengths
for CACI's Continued Growth and Operational Excellence***

Arlington, Va., February 20, 2013 – CACI International Inc (NYSE: CACI) appointed Kenneth Asbury as the company's President and Chief Executive Officer effective today. Asbury has proven industry leadership in strategy and business development, including more than 27 years leading highly successful systems and services expansion and program delivery at Lockheed Martin.

Asbury comes to CACI with a long and successful tenure at Lockheed Martin, where he oversaw the company's Technical Operations, Mission Services, and Civil businesses, building an impressive track record of delivering superior enterprise growth, customer value, and employee engagement. When he was President of the Civil Business Group, his unit saw \$3.7 billion in sales in 2009 and more than \$6 billion in new contract orders. While at Mission Services, Asbury delivered double-digit sales and achieved a 75 percent new business win rate. After leaving Lockheed, he joined ASRC Federal, where as President and Chief Executive Officer, he was responsible for setting the strategic direction of the company's Federal enterprise and driving growth and development for all of its subsidiaries.

"CACI's track record of growth and performance is second to none, and I look forward to taking on the opportunity for continued growth over the long term," said Asbury. "In the government systems and services market, nothing is more important than the clients we serve – particularly when it comes to supporting national priorities and national security. CACI has a client-focused culture. Its people have a deep understanding of their clients' critical missions, and deliver value and operational excellence. They are our best asset."

"The CACI Board of Directors looks forward to working closely with Ken as we move forward in these times of opportunity as well as challenge. CACI has a long history excellence in developing and delivering new business programs, and Ken is the individual to carry on this fine legacy," said Dr. J.P. (Jack) London, Executive Chairman and Chairman of the Board, "The Board has known Ken for some time, and he is the right choice to lead CACI going forward. He has the ideal blend of industry expertise and leadership experience to help drive our business goals regardless of the market conditions. We welcome him to the CACI team."

Today's announcement underscores the company's relentless focus on new business pursuits, operational excellence, and high quality service for its clients. To that end, the company announced an organizational restructuring, with CACI's corporate business development organization reporting directly to Mr. Asbury as President and CEO.

The Board thanked Daniel Allen for his service. Allen had been with CACI since March 2011. He will be departing the company to pursue personal interests.

The company reconfirmed that its earnings guidance for FY13 (ending June 30), remained unchanged and its views for the opportunities in FY14 remain unchanged. The company further noted that its senior management was currently engaged in the development of its next fiscal year's plans.

CACI provides information solutions and services in support of national security missions and government transformation for Intelligence, Defense, and Federal Civilian clients. A member of the Fortune 1000 Largest Companies and the Russell 2000 Index, CACI provides dynamic careers for approximately 15,500 employees working in over 120 offices worldwide.

There are statements made herein which do not address historical facts, and therefore could be interpreted to be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are subject to factors that could cause actual results to differ materially from anticipated results. The factors that could cause actual results to differ materially from those anticipated include, but are not limited to, the risk factors set forth in CACI's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, and other such filings that CACI makes with the Securities and Exchange Commission from time to time. Any forward-looking statements should not be unduly relied upon and only speak as of the date hereof.

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